



**PT TIFA FINANCE Tbk
INVITATION TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS &
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of PT. TIFA FINANCE Tbk (the "Company") domiciled in South Jakarta hereby invite shareholders of the Company to attend the Annual General Meeting of Shareholders ("AGM") and the Extraordinary General Meeting of Shareholders ("EGM") (hereinafter referred collectively as the "Meeting") which will be held:

Day/date : Friday, 29 May 2015
Time : 14.00 WIB – finish
Place : Cempaka Room, Balai Kartini,
Jalan Jenderal Gatot Subroto, Kav. 37, Jakarta Selatan 12950.

Agenda of the AGM is as follows :

1. To approve the Annual Report and validate the Company's Financial Statements for the financial year ended 31 December 2014 and grant a full release and discharge of responsibility ("acquit et de charge") to the Board of Commissioners and Directors;
2. To determine the distribution of the Company's net profit for the financial year ended 31 December 2014;
3. To approve the re-appointment of the Public Accountant for the financial year ended 31 December 2015;
4. To approve the change in composition of the Board of Directors and the Board of Commissioners, and the re-appointment of the Syariah Supervisory Board, in addition to determining the remuneration and honorarium for the Board of Directors, Board of Commissioners and the Syariah Supervisory Board for the 2015 period.

Agenda of the EGM is as follows

- To approve amendments to the Articles of Association of the Company in order to comply with provisions as stipulated in the regulations as issued by the Financial Services Authority ("OJK") as well as, changes pertaining to a Commissioner's period of service on the Company's Board of Commissioners.

Explanations are as follows :

1. Agenda of the AGM
 - a. Items 1 to 3 on the Meeting Agenda are routine agenda in a Company's Annual General Meeting. This is in accordance with the provisions in the Company's Article of Association, National Law No. 40 (2007) and regulations issued by OJK;
 - b. Item 4 on the Meeting Agenda is the proposal to approve changes to the composition of the Board of Directors, the Board of Commissioners and the Syariah Supervisory Board due to the end of a board member's term of service or a resignation or dismissal
2. Agenda of the EGM
to approve the amendment of the Company's Articles of Association in order to be aligned with the provisions as stipulated:
 - OJK Regulation No. 32/POJK.04/2014 concerning the planning and implementation of the General Meeting of Shareholders for public companies ("POJK No. 32").
 - OJK Regulation No. 33/POJK.04/2014 concerning the Board of Directors and the Board of Commissioners of publicly listed companies ("POJK No.33")
 - OJK regulation No. 29/POJK.052014 concerning the implementation of Finance Companies ("POJK No.29").
 - OJK regulation No. 30/POJK.05/2014 concerning the Good Corporate Governance for Finance Companies ("POJK No.30").



- OJK regulation No. 31/POJK.04/2014 concerning the implementation of Syariah Finance ("POJK No.31").

Including amending the service periods for members of the Board of Commissioners.

Explanation on the Quorum of Attendance and Voting Tabulation

1. The Meeting is legitimate and can pass binding resolutions when attended by the shareholders or their proxies that represent:
 - a. Agenda of the AGM
Items 1 - 4 on the Meeting Agenda, requires at least 1/2 (one half) of the total shares as issued by the Company with valid voting rights.
 - b. Agenda of the EGM
Agenda of the EGM, requires at least 2/3 (two-third) of the total shares issued by the Company with valid voting rights.
2. Decisions as a result from the Meeting must be based on deliberation and consensus. In the event when consensus cannot be reached, the decision is valid if the following approves:
 - a. Agenda of the AGM
For Meeting Agenda items 1 - 4, where more than 1/2 (one half) of the total shares with valid voting rights is legitimately present or represented in the Meeting.
 - b. Agenda of the EGM
For agenda of the EGM, where more than 2/3 (two-thirds) of the total shares with valid voting rights is legitimately present or represented at the Meeting.

General Provisions

1. The Company shall not send specific invitations to each shareholder since this announcement constitutes an official invitation which is in accordance with the provision stipulated in the Company's Article of Association.
2. In Accordance with article 14 subsection 5 of The Company's Article of Association, Shareholders and/or Proxies who are entitled to attend the Meeting are those whose names are registered in the Registrar of Company or Shareholders whose shares are held in collective custody at PT Kustodian Sentral Efek Indonesia ("KSEI") on 6 May 2015 at 16.00 Western Indonesian Time.
3. The Shareholders and/or Proxies attending the Meeting must submit a valid copy of the Citizen Identity Card (KTP) or other valid identification documents, while for shareholders who represent companies must provide a copy of their company's Article of Association including the latest composition of the Board of Directors and Commissioners to the registration officer before entering the Meeting room. Shareholders whose shares are in KSEI's Collective Custodial Service must show Written Confirmation of their eligibility to attend the Meeting and this letter can be obtained through any members of Indonesian Stock Exchange or Custodian Banks.
4. Shareholders who are not able to attend the Meeting in person may appoint proxies who must provide a legitimate Power of Attorney Letter with the condition that any members of the Board of Directors, the Board of Commissioners and The Company's employees may act as the shareholder's representative, but their votes shall not be included in the total number of Votes cast during the Meeting.
5. The Power of Attorney Letter or Form can be obtained during regular office hours at the Company's Share Registrar (BAE). Address at PT Ficomindo Buana Registrar, Mayapada Tower Lt. 10, Suite 2B, Jl, Jenderal Sudirman Kav. 28, Jakarta 12920. The Power of Attorney letter must be attached to valid copies of the Citizen Identity Card (KTP) or other valid identification documents for both the shareholder and proxy. For company shareholders, evidence that their proxies are authorized to represent that legal entity must be stated clearly in the Power of Attorney Letter which must be submitted to the Company via BAE no later than Wednesday, 27 May 2015 at 16.00 Western Indonesian Time.
6. In accordance with Article 15 POJK 32, information on the Meeting Agenda will be available from the date of the invitation to attend the Meeting until (and including) the day of the Meeting itself. Shareholders may request (in



writing) a hard copy of the Meeting Agenda to be collected from the Company's head office during regular office hours or download the document through the Company's website.

7. Shareholders and Meeting participants are encouraged to read the Rules and Etiquette of the Meeting. The document can be downloaded from the Company's website and will also be distributed to shareholders before entering the Meeting room.
8. In order to facilitate the proper arrangement for the Meeting, Shareholders or their proxies are requested to be present at the Meeting room (30) thirty minutes before the start of the Meeting.

Jakarta , 7 May 2015

The Board of Directors